



BURLINGTON NORTHERN

No.

APR 2 1982

Date

Fee

RECORDATION NO.

Filed 1425

APR -2 1982 12 00 PM

INTERSTATE COMMERCE COMMISSION

176 East Fifth Street
St. Paul, Minnesota 55101
Telephone (612) 298-2121

LAW DEPARTMENT

13615

Washington, D. C.

RECORDATION NO. Filed 1425

April 1, 1982 APR 2 1982-2 00 PM

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INTERSTATE COMMERCE COMMISSION APR 2 1982-2 00 PM

Office of Secretary INTERSTATE COMMERCE COMMISSION
Interstate Commerce Commission
Washington, D. C. 20423

RECORDATION NO.

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APR 2 1982-2 00 PM

Re: General Mortgage dated May 1, 1930, The Colorado And Southern Railway Company, The First National Bank of the City of New York, Trustee.

Supplemental Indenture dated May 1, 1943 to General Mortgage dated May 1, 1930, The Colorado And Southern Railway Company, The First National Bank of The City of New York, Trustee.

Supplemental Indenture dated April 1, 1952 to General Mortgage dated May 1, 1930, The Colorado And Southern Railway Company, The First National Bank of The City of New York, Trustee.

Supplemental Indenture dated May 1, 1952 to General Mortgage dated May 1, 1930, The Colorado And Southern Railway Company, The First National Bank of The City of New York, Trustee.

Supplemental Indenture dated May 1, 1980 to General Mortgage dated May 1, 1930, The Colorado And Southern Railway Company, Citibank, N.A., Trustee.

Supplemental Indenture dated December 31, 1981 to General Mortgage dated May 1, 1930, Burlington Northern Railroad Company (successor in interest and title to by merger to The Colorado And Southern Railway Company), Citibank, N.A., Trustee.

Gentlemen:

There is submitted herewith for filing with the Commission pursuant to 49 USC 11303 and 49 CFR 1116, Ex Parte 382 (Sub-No.1). Revision of Rules for the Recordation of Documents*** (49 CFR 1116), decided October 23, 1981, served November 6, 1981 365 ICC 353, three (3) conformed copies of the General Mortgage dated May 1, 1930, of The Colorado And Southern Railway Company together with

Counterpart by S. P. Ruch
2 Conformed copies
Original for 2nd copy

2-032A110

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RECORDATION NO.

13615

Filed 1425

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Office of the Secretary
Interstate Commerce Commission
Washington D.C. 20423
Page 2 - April 1, 1982

three (3) conformed copies of the Supplemental Indentures to said Mortgage dated May 1, 1943, April 1, 1952, May 1, 1952, May 1, 1980 and December 31, 1981 respectively.

The Supplemental Indentures are being submitted for recording with the Primary Mortgage document, accordingly, enclosed is a check made payable to the order of the Commission for \$50.00 in payment of the entire recordation fee.

Names and addresses of the parties to said Mortgage as supplemented are as follows:

Original Trustee: The First National Bank of the City of New York, New York, New York.

Successor Trustee: Citibank, N.A., Attention Corporate Trust Office, 5 Hanover Square, New York, New York 10043.

Original Mortgagor: The Colorado And Southern Railway Company, Colorado.

Successor Mortgagor: Burlington Northern Railroad Company, 176 East Fifth Street, St. Paul, Minnesota 55101.

General Description of the General Mortgage of The Colorado And Southern Railway Company dated May 1, 1930, as supplemented:

The General Mortgage, is a general lien on the railway system of The Colorado and Southern Railway Company, secured by General Mortgage 4-1/2% Gold Bonds, Series A.

The Supplemental Indenture dated May 1, 1943, modified, amends and adjusts the interest rates and maturities of the General Mortgage 4-1/2% Gold Bonds, Series A.

The Supplemental Indenture dated April 1, 1952 modifies and amends the redemption provisions relating to the General Mortgage 4-1/2% Gold Bonds, Series A.

The Supplemental Indenture dated May 1, 1952 sustitutes certain collateral being held as security for the General Mortgage 4-1/2% Gold Bonds, Series A.

The Supplemental Indenture dated May 1, 1980 extends the maturity of the General Mortgage 4-1/2% Gold Bonds, Series A.

Office of the Secretary
Interstate Commerce Commission
Washington, D.C. 20423
Page 3 - April 1, 1982

The Supplemental Indenture dated as of December 31, 1981 provides for the Assumption of Obligations by Reason of the Merger of The Colorado And Southern Railway Company with Burlington Northern Railroad Company.

Please return to the individual presenting these documents for recordation, Mrs. Carolyn H. Kunkel, the duplicate counterpart originals of same, stamped and bearing the recording notation and number of the Commission.

Very truly yours,

ROBERT L. BARTHOLIC
Vice President - Law
Glacier Park Company - Seattle

Acting Assistant General Counsel
Burlington Northern Railroad Company - St. Paul

By: *Lucille M. Cairl*
Lucille M. Cairl, Administrative assistant
and Secretary to Mr. Bartholic - St. Paul

Enclosures

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RECORDATION NO. Filed 1425

APR 2 1982 2 00 PM

INTERSTATE COMMERCE COMMISSION

**THE COLORADO AND SOUTHERN RAILWAY
COMPANY**

and

**THE FIRST NATIONAL BANK OF THE CITY OF
NEW YORK
As Trustee**

Supplemental Indenture

**Dated April 1, 1952.
Supplemental to General Mortgage Dated May 1, 1930.**

**Relating to The Colorado and Southern Railway Company
General Mortgage 4½ % Gold Bonds, Series A,
Due May 1, 1980.**

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RECORDED 1951 NOV 1

Supplemental Indenture, dated the first day of April, 1952, between THE COLORADO AND SOUTHERN RAILWAY COMPANY (hereinafter called the "Railway Company"), a corporation created and existing under the laws of the State of Colorado, party of the first part, and THE FIRST NATIONAL BANK OF THE CITY OF NEW YORK (hereinafter called the "Trustee"), a corporation created and existing under the laws of the United States of America, party of the second part.

WHEREAS, the Railway Company heretofore executed and delivered to the party of the second part, as Trustee, its General Mortgage, dated May 1, 1930, to secure the payment of the principal of, and interest on, an issue of bonds of the Railway Company known as its General Mortgage Bonds; and

WHEREAS, there have been authenticated, delivered and issued under the General Mortgage \$24,918,000 principal amount of said General Mortgage Bonds, all of which are designated as "General Mortgage 4½% Gold Bonds, Series A" (hereinafter referred to as General Mortgage Bonds, Series A), none of which has been retired, and all of which mature on May 1, 1980, originally bore fixed interest at the rate of 4½% per annum, payable semi-annually on May 1 and November 1 of each year, and were by their terms redeemable at varying redemption prices; and

WHEREAS, the Railway Company and the Trustee executed a further Indenture dated as of May 1, 1943, for the purpose of evidencing modifications in the terms of the General Mortgage Bonds, Series A, and any appurtenant coupons thereto affected by the Plan of Adjustment of the Railway Company which became effective as of November 1, 1941, and was approved and confirmed pursuant to Chapter XV of the Act of Congress of July 1, 1898, entitled "An Act to establish a uniform system of bankruptcy throughout the United States," as amended by the Act of October 16, 1942; and

WHEREAS, Article Five of said Supplemental Indenture dated as of May 1, 1943, provides for the redemption of the General Mortgage Bonds, and the parties hereto now desire to clarify said Article Five as it relates to calling the outstanding General Mortgage Bonds, Series A;

Now, THEREFORE, this Supplemental Indenture

WITNESSETH:

Section 2 of ARTICLE FIVE of the Supplemental Indenture dated as of May 1, 1943, to the General Mortgage dated as of May 1, 1930, is hereby clarified by amendment to read as follows:

Section 2. Notice of redemption of General Mortgage Bonds, Series A, shall be given at the times and in the manner as provided in ARTICLE FIVE of the General Mortgage and all of the provisions contained in said ARTICLE FIVE shall be applicable to such redemption, except that the Railway Company may call for redemption all outstanding General Mortgage Bonds, Series A, other than Bonds held by or for the account of the Railway Company or any subsidiary corporation without any selection by lot of the Bonds to be redeemed and except as the provisions contained in said ARTICLE FIVE may be otherwise modified by the provisions of this Supplemental Indenture.

IN WITNESS WHEREOF, THE COLORADO AND SOUTHERN RAILWAY COMPANY, party hereto of the first part, has caused this Supplemental Indenture to be signed and acknowledged or proved by its President or one of its Vice-Presidents and its corporate seal hereunto to be affixed and to be attested by the signature of its Secretary or one of its Assistant Secretaries, and THE FIRST NATIONAL BANK OF THE CITY OF NEW YORK, party hereto of the second part, has caused this Supplemental Indenture to be signed and acknowledged or proved by its President or one of its Vice-Presidents and its corporate seal to be hereunto affixed and to be attested by the signature of its Cashier or one of its Assistant Cashiers, all as of the day and year first hereinabove written.

THE COLORADO AND SOUTHERN RAILWAY COMPANY,

(Seal)

By (Sgd.) H. C. MURPHY
President.

Attest:

(Sgd.) EDITH J. ALDEN
Assistant Secretary,

Signed, sealed and delivered as to THE COLORADO
AND SOUTHERN RAILWAY COMPANY in the pres-
ence of:

Witnesses:

(Sgd.) C. R. EBBOLE
(Sgd.) IRENE E. SULLIVAN

THE FIRST NATIONAL BANK OF THE CITY OF NEW YORK,

(Seal)

By (Sgd.) EDWIN THORNE
Vice President.

Attest:

(Sgd.) S. W. DAVIDSON, JR.
Assistant Cashier.

Signed, sealed and delivered as to THE FIRST
NATIONAL BANK OF THE CITY OF NEW YORK in
the presence of:

Witnesses:

(Sgd.) H. C. MICHAEL

(Sgd.) V. GARDNER

STATE OF ILLINOIS, }
 COOK COUNTY. } ss.

I, A. D. McLANE, a Notary Public in and for the State and County aforesaid, residing therein, duly commissioned, sworn and qualified as such, and duly authorized to take and certify acknowledgments and proofs of deeds and conveyances of lands, tenements and hereditaments in said County, Do HEREBY CERTIFY that on this 25 day of April, A. D. 1952, personally appeared before me within said County, and in the presence of the two witnesses whose names are subscribed as such to the within and foregoing instrument, H. C. Murphy and Edith J. Alden, each to me personally known and known to me to be respectively the President and the Assistant Secretary of The Colorado and Southern Railway Company, one of the corporations described in and which executed the within and foregoing instrument in writing, and known to me to be the identical persons who subscribed their names to and who executed said instrument as such President and Assistant Secretary respectively in my presence and in the presence of the two witnesses whose names are thereunto subscribed as such, and the said H. C. Murphy and Edith J. Alden, being by me severally duly sworn, did on oath, each for himself and not one for the other, severally depose and say and acknowledge in the presence of said witnesses that the said H. C. Murphy resides in the City of Aurora, and the said Edith J. Alden resides in the Village of La Grange, both in the State of Illinois, that said H. C. Murphy is the President and said Edith J. Alden is the Assistant Secretary of The Colorado and Southern Railway Company, one of the corporations described in and which executed the within and foregoing instrument in writing; that they, the said H. C. Murphy and Edith J. Alden, know the corporate seal of said corporation; that the seal affixed to said instrument as the seal of said corporation is such corporate seal; that it was so affixed thereto and that said instrument was signed and sealed and executed in behalf of said corporation by order and authority of the Board of Directors of said corporation, and that they and each of them signed their names to the foregoing instrument in their respective capacities as President and Assistant Secretary

in behalf of said corporation by like order and authority, and were authorized to execute said instrument; that they signed, sealed, executed and delivered the said instrument as their own free and voluntary act and deed and as the free and voluntary act and deed of said corporation for the consideration, objects, uses and purposes therein stated and set forth; and they severally duly acknowledged to me said instrument to be the free act and deed of said corporation and that such corporation executed the same.

IN TESTIMONY WHEREOF, I have hereunto set my hand, subscribed my name and affixed my official seal as such notary public, in the said County of Cook, State of Illinois, this the day and year in this my certificate first above written.

My commission as such Notary Public expires Mar. 20, 1955.

(Sgd.) A. D. McLANE,
Notary Public.

(NOTARIAL SEAL)

STATE OF NEW YORK, }
COUNTY OF NEW YORK. } ss.

I, EDNA VEITH, a Notary Public in and for the State and County aforesaid, residing therein, duly commissioned, sworn and qualified as such, and duly authorized to take and certify acknowledgments and proofs of deeds and conveyances of lands, tenements and hereditaments in said County, Do HEREDY CERTIFY that on this 29th day of April, A. D. 1952, personally appeared before me within said County, and in the presence of the two witnesses whose names are subscribed as such to the within and foregoing instrument, EDWIN THORNE and S. W. DAVIDSON, JR., each to me personally known and known to me to be respectively Vice President and Asst. Cashier of The First National Bank of the City of New York, one of the corporations described in and which executed the within and foregoing instrument in writing, and known to me to be the identical persons who subscribed their names to and who executed said instrument as such Vice President and Asst. Cashier, respectively, in my presence and in the presence of the two witnesses whose names are hereunto subscribed as such, and the said EDWIN THORNE and S. W. DAVIDSON, JR., being by me severally duly sworn, did on oath, each for himself and not one for the other, severally depose and say and acknowledge in the presence of said witnesses that the said EDWIN THORNE resides in Greenwich in the State of Connecticut, and that the said S. W. DAVIDSON, JR. resides in New Canaan in the State of Connecticut; that said EDWIN THORNE is Vice President and said S. W. DAVIDSON, JR. is an Assistant Cashier of The First National Bank of the City of New York, one of the corporations described in and which executed the within and foregoing instrument in writing; that they the said EDWIN THORNE and S. W. DAVIDSON, JR. know the corporate seal of said corporation; that the seal affixed to said instrument as the seal of said corporation is such corporate seal; that it was so affixed thereto and that said instrument was signed and sealed and executed in behalf of said corporation by order and authority of the Board of Directors of said corporation, and that they and each of them signed their names to the foregoing instrument in their respective capacities as Vice President and Assistant Cashier in behalf

of said corporation by like order and authority, and were authorized to execute said instrument; that they signed, sealed, executed and delivered the said instrument as their own free and voluntary act and deed and as the free and voluntary act and deed of said corporation for the consideration, objects, uses and purposes, therein stated and set forth; and they severally duly acknowledged to me said instrument to be the free act and deed of said corporation, and that such corporation executed the same.

IN TESTIMONY WHEREOF, I have hereunto set my hand, subscribed my name and affixed my official seal as such notary public, in the said County of New York, State of New York, this the day and year in this my certificate first above written.

My commission as such Notary Public expires March 30, 1933.

(Sgd.) EDNA VEITH

(NOTARIAL SEAL)

EDNA VEITH
Notary Public for the State of N. Y.
Qualified in New York County
No. 31-4092750
Commission Expires March 30, 1933